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2000 Plaza VII Tower
45 South Seventh Street
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April 29, 2004

Mr. Dennis Jones
Personnel Decisions International
Wachovia Center, Suite 375
100 South Ashley Drive
Tampa, FL 33602

Re: Application For Authorization to Transact Business in Florida

Dear Dennis:

Enclosed please find the items necessary to be filed with the Florida Division of Corporations in order for PDI to qualify to conduct business in Florida.

Enclosures:

- ◆ Transmittal Letter
- ◆ Application By Foreign Corporation For Authorization To Transact Business in Florida – please note that you must sign this document
- ◆ Certificate of Good Standing from the MN Secretary of State
- ◆ PDI check in the amount of \$78.75 to cover the filing fee

After you have signed the Application, please send everything to the following:

- Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

If you have any questions, please call me at 612-337-3637.

Sincerely,

Darcy Willman
Paralegal

CORPORATE HEADQUARTERS
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JAPAN
TOKYO
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SINGAPORE

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PERSONNEL DECISIONS INTERNATIONAL CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DARCY A. WILLMAN
(Name of Person)

PERSONNEL DECISIONS INT'L CORP.
(Firm/Company)

45 S. 7TH ST., 2000 PLAZA VII TOWER
(Address)

MINNEAPOLIS, MN 55402
(City/State and Zip code)

For further information concerning this matter, please call:

DARCY WILLMAN at (612) 337-3637
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. PERSONNEL DECISIONS INTERNATIONAL CORPORATION
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. MINNESOTA 3. 41-0858903
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MARCH 27, 1963 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 45 S. 7TH ST., 2000 PLAZA VII TOWER, MINNEAPOLIS MN 55402
(Principal office address)

45 S. 7TH ST., 2000 PLAZA VII TOWER, MINNEAPOLIS MN 55402
(Current mailing address)

8. HUMAN RESOURCE CONSULTING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

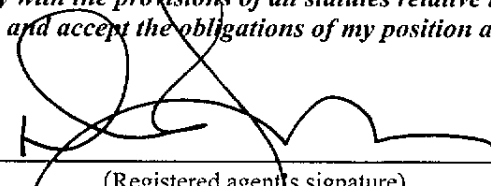
Name: DENNIS JONES

Office Address: WACHOVIA CENTER, STE. 375, 100 S. ASHLEY DR.

TAMPA, Florida 33602
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: LOWELL W. HELLERVIK

Address: 45 S. 7TH ST., 2000 PLAZA VII TOWER
MINNEAPOLIS MN 55402

Vice Chairman: CYNTHIA E. MARSH

Address: 45 S. 7TH ST., 2000 PLAZA VII TOWER
MINNEAPOLIS MN 55402

Director: PETER M. RAMSTAD

Address: 45 S. 7TH ST., 2000 PLAZA VII TOWER
MINNEAPOLIS MN 55402

Director: MARK H. YOUNG

Address: 45 S. 7TH ST., 2000 PLAZA VII TOWER
MINNEAPOLIS MN 55402

B. OFFICERS

President: CYNTHIA E. MARSH

Address: 45 S. 7TH ST., 2000 PLAZA VII TOWER
MINNEAPOLIS MN 55402

~~CEO~~
Vice President: LOWELL W. HELLERVIK

Address: 45 S. 7TH ST., 2000 PLAZA VII TOWER
MINNEAPOLIS MN 55402

Secretary: MARK H. YOUNG

Address: 45 S. 7TH ST., 2000 PLAZA VII TOWER, MPLS MN 55402

Treasurer: PETER M. RAMSTAD

Address: 45 S. 7TH ST., 2000 PLAZA VII TOWER, MPLS MN 55402

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mark Young
(Signature of Director or Officer listed in number 12 of the application)

14. MARK YOUNG - DIRECTOR
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

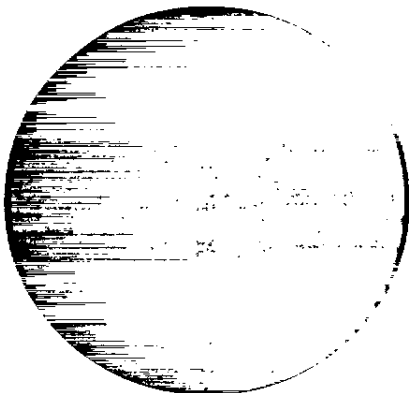
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: PERSONNEL DECISIONS INTERNATIONAL CORPORATION

Date Formed: 03/27/1963

Chapter Governed By: 302A

This certificate has been issued on 04/20/04.



Mary Kiffmeyer
Secretary of State.